WHAT IS CLAIMED IS:

1 (Canceled).

2 (Canceled).

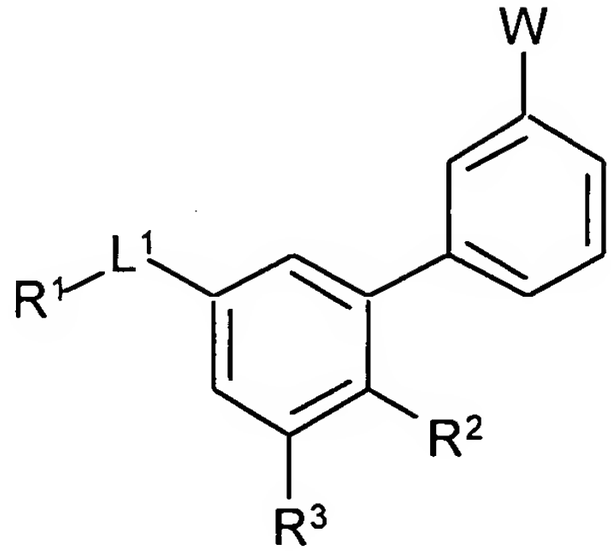
3 (Canceled).

4 (Canceled).

5 (Canceled).

6 (Canceled).

7 (Currently Amended). A compound of Formula III



III, ,

or a pharmaceutically acceptable salt or prodrug thereof, where

L^1 is selected from

~~(1) a covalent bond,~~

(~~2~~1) -$C(O)NR^5(CH_2)_m$-, where m is an integer from 0 to 4, and

R^5 is selected from

(a) hydrogen

and

(b) alkyl,

and

(~~3~~2) -$N(R^5)C(O)(CH_2)_m$-,

where (~~2~~1) and (~~3~~2) are drawn with their left ends attached to R^1;

R^1 is selected from

(1) alkyl,

(2) alkyl substituted with 1, 2, or 3 substituents selected from

(a) -NO_2

(b) -NR^6R^7 where R^6 and R^7 are independently selected from

(i) hydrogen,

(ii) alkyl,

(iii) arylalkyl,

(iv) an amino protecting group,

(v) alkanoyl, where the alkanoyl can be optionally substituted with $-OR^9$,

(vi) (aryl)oyl,

(vii) alkoxycarbonyl,

and

(viii) (heteroaryl)oyl,

and

(c) alkoxycarbonyl,

(3) aryl substituted with 1, 2, 3, 4, or 5 substituents independently selected from

(a) $-NR^6R^7$,

(b) alkyl,

and

(c) alkyl substituted with 1, 2, or 3 substituents selected from $-NR^6R^7$,

(4) $-NR^6R^7$,

and

(5) $-OR^9$;

R^2 ~~and R^3 are~~ is selected from

~~(1) hydrogen~~

(~~2~~1) $-(CH_2)_nC(O)R^8$ where n is an integer from 0 to 4, and

R^8 is selected from

(a) $-OR^9$ where R^9 is selected from

(i) hydrogen,

(ii) alkyl,

and

(iii) alkyl substituted with 1 or 2 substituents selected from the group consisting of aryl

and

(b) $-NR^5R^{10}$ where R^5 is defined previously, and R^{10} is selected from

(i) hydrogen,

(ii) alkyl,

(iii) alkyl substituted with 1, 2, or 3 substituents independently selected from

(1') $-CO_2R^9$

and

(2') $-C(O)NR^6R^7$

(iv) aryl, and

(v) arylalkyl,

where (iv) and (v) can be optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from

(1') alkyl,

(2') alkanoyl,

(3') $-OR^9$,

(4') $-CO_2R^9$,

(5') alkanoyloxy,

(6') carboxaldehyde,

(7') cycloalkyl,

(8') cycloalkenyl,

(9') halo,

(10') nitro,

(11') perfluoroalkyl,

(12') perfluoroalkoxy,

(13') $-NR^6R^7$,

(14') $-SO_2NR^6R^7$,

(15') $-C(O)NR^6R^7$,

(16') aryloxy,

and

(17') aryl,

and

(32) aryl, wherein the aryl is optionally substituted with 1, 2, or 3 substituents independently selected from

(a) $-NR^6R^7$

and

(b) $-CO_2R^9$ [,];

R^3 is selected from

(1) hydrogen

(2) $-(CH_2)_nC(O)R^8$ where n is an integer from 0 to 4, and

R^8 is selected from

(a) $-OR^9$ where R^9 is selected from

(i) hydrogen,

(ii) alkyl,

and

(iii) alkyl substituted with 1 or 2 substituents selected from the group consisting of aryl

and

(b) $-NR^5R^{10}$ where R^5 is defined previously, and R^{10} is selected from

(i) hydrogen,

(ii) alkyl,

(iii) alkyl substituted with 1, 2, or 3 substituents independently selected from

(1') $-CO_2R^9$

and

(2') $-C(O)NR^6R^7$

(iv) aryl, and

(v) arylalkyl,

where (iv) and (v) can be optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from

(1') alkyl,

(2') alkanoyl,

(3') $-OR^9$,

(4') $-CO_2R^9$,

(5') alkanoyloxy,

(6') carboxaldehyde,

(7') cycloalkyl,

(8') cycloalkenyl,

(9') halo,

(10') nitro,

(11') perfluoroalkyl,

(12') perfluoroalkoxy,

(13') $-NR^6R^7$,

(14') $-SO_2NR^6R^7$,

(15') $-C(O)NR^6R^7$,

(16') aryloxy,

and

(17') aryl,

and

(3) aryl, wherein the aryl is optionally substituted with 1, 2, or 3 substituents independently selected from

(a) $-NR^6R^7$

and

(b) $-CO_2R^9$; and

W is selected from

(a) alkyl,

(b) alkanoyl,

(c) $-OR^9$,

(d) $-CO_2R^9$,

(e) alkanoyloxy,

(f) carboxaldehyde,

(g) cycloalkyl,

(h) cycloalkenyl,

(i) halo,

(j) nitro,

(k) perfluoroalkyl,

(l) perfluoroalkoxy,

(m) $-NR^6R^7$,

(n) $-SO_2NR^6R^7$,

(o) $-C(O)NR^6R^7$,

(p) aryloxy,

and

(q) aryl.

8 (Original). A compound according to claim 7 selected from the group consisting of

(S)-methyl 4-[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-6-[(phenylmethoxy)carbonyl]amino]-1-oxohexyl]amino]-2-[3-(phenylmethoxy)phenyl]benzoate,

(S)-1,1-dimethylethyl 4-[[2-[[(1,1-dimethylethoxy)carbonyl]amino]-6-[(phenylmethoxy)carbonyl]amino]-1-oxohexyl]amino]-2-[3-(phenylmethoxy)phenyl]benzoate,

(R)-methyl 4-[[6-amino-2-[[(1,1-dimethylethoxy)carbonyl]amino]-1-oxohexyl]amino]-2-(3-hydroxyphenyl)benzoate,

(S)-methyl 4-[[2-amino-6-[[(phenylmethoxy)carbonyl]amino]-1-oxohexyl]amino]-2-[(3-(phenylmethoxy)phenyl] benzoate,

(S)-methyl 4-[[2-(acetylamino)-6-[[(phenylmethoxy)carbonyl]amino]-1-oxohexyl]amino]-2-[(3-(phenylmethoxy)phenyl] benzoate,

(S)-1,1-dimethylethyl 4-[[6-amino-2-[[(1,1-dimethylethoxy)carbonyl]amino]-1-oxohexyl]amino]-2-(3-hydroxyphenyl)benzoate,

(S)-methyl 4-[[2-(acetylamino)-6-amino-1-oxohexyl]amino]-2-(3-hydroxyphenyl)benzoate,

(S)-4-[[2-(acetylamino)-6-amino-1-oxohexyl)amino]-2-(3-hydroxyphenyl)benzoic acid,

(S)-N-[4-[[2-(acetylamino)-6-amino-1-oxohexyl]amino]-2-(3-hydroxyphenyl)benzoyl]-L-α-asparagine,

tert-butyl (3S)-3-(((5-(((2S)-2-(acetylamino)-6-aminohexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-yl)carbonyl)amino)-4-amino-4-oxobutanoate,

5-(((2S)-6-amino-2-((*tert*-butoxycarbonyl)amino)hexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylic acid,

methyl 5-(((2S)-2,6-diaminohexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylate,

5-(((2S)-6-amino-2-((2,2-dimethylpropanoyl)amino)hexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylic acid,

methyl 5-(((2S)-6-amino-2-((2,2-dimethylpropanoyl)amino)hexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylate,

5-(((2S)-6-amino-2-(benzoylamino)hexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylic acid,

5-(((2S)-6-amino-2-((methoxycarbonyl)amino)hexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylic acid,

methyl 5-(((2S)-2-((*tert*-butoxycarbonyl)amino)hexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylate,

5-(((2S)-2-((*tert*-butoxycarbonyl)amino)-6-((3-pyridinylcarbonyl)amino)hexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylic acid,

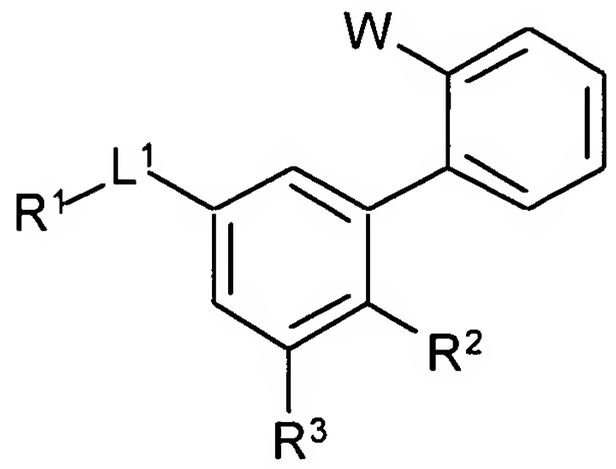
5-((6-aminohexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylic acid,

5-(((2S)-2-((*tert*-butoxycarbonyl)amino)hexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylic acid,

5-(((2S)-5-amino-2-((*tert*-butoxycarbonyl)amino)pentanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylic acid, and

5-(((2S)-2-((*tert*-butoxycarbonyl)amino)-6-(methylamino)hexanoyl)amino)-3'-hydroxy(1,1'-biphenyl)-2-carboxylic acid.

9 (Currently Amended). A compound ~~according to claim 7~~ of Formula **IV**



IV[.]

or a pharmaceutically acceptable salt or prodrug thereof, where

L^1 is selected from

(1) $-C(O)NR^5(CH_2)_m-$, where m is an integer from 0 to 4, and

R^5 is selected from

(a) hydrogen

and

(b) alkyl,

and

(2) $-N(R^5)C(O)(CH_2)_m-$,

where (2) and (3) are drawn with their left ends attached to R^1;

R^1 is selected from

(1) alkyl,

(2) alkyl substituted with 1, 2, or 3 substituents selected from

(a) $-NO_2$

(b) $-NR^6R^7$ where R^6 and R^7 are independently selected from

(i) hydrogen,

(ii) alkyl,

(iii) arylalkyl,

(iv)an amino protecting group,

(v) alkanoyl, where the alkanoyl can be optionally substituted with $-OR^9$,

(vi) (aryl)oyl,

(vii) alkoxycarbonyl,

and

(viii) (heteroaryl)oyl,

and

(c) alkoxycarbonyl,

(3) aryl substituted with 1, 2, 3, 4, or 5 substituents independently selected from

(a)-NR^6R^7,

(b) alkyl,

and

(c) alkyl substituted with 1, 2, or 3 substituents selected from -NR^6R^7,

(4) -NR^6R^7,

and

(5) -OR^9;

R^2 is selected from

(1) -$(CH_2)_nC(O)R^8$ where n is an integer from 0 to 4, and

R^8 is selected from

(a) -OR^9 where R^9 is selected from

(i) hydrogen,

(ii) alkyl,

and

(iii) alkyl substituted with 1 or 2 substituents selected from the group consisting of aryl

and

(b) -NR^5R^{10} where R^5 is defined previously, and R^{10} is selected from

(i) hydrogen,

(ii) alkyl,

(iii) alkyl substituted with 1, 2, or 3 substituents independently selected from

(1') -CO_2R^9

and

(2') -$C(O)NR^6R^7$

(iv) aryl, and

(v) arylalkyl,

where (iv) and (v) can be optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from

(1') alkyl,

(2') alkanoyl,
(3') -OR^9,
(4') -CO_2R^9,
(5') alkanoyloxy,
(6') carboxaldehyde,
(7') cycloalkyl,
(8') cycloalkenyl,
(9') halo,
(10') nitro,
(11') perfluoroalkyl,
(12') perfluoroalkoxy,
(13') -NR^6R^7,
(14') -$SO_2NR^6R^7$,
(15') -$C(O)NR^6R^7$,
(16') aryloxy,
and
(17') aryl,
and

(2) aryl, wherein the aryl is optionally substituted with 1, 2, or 3 substituents independently
selected from
(a) -NR^6R^7
and
(b) -CO_2R^9;

R^3 is selected from
(1) hydrogen
(2) -$(CH_2)_nC(O)R^8$ where n is an integer from 0 to 4, and

R^8 is selected from
(a) -OR^9 where R^9 is selected from
(i) hydrogen,
(ii) alkyl,
and
(iii) alkyl substituted with 1 or 2 substituents selected from the group consisting of aryl

and
(b) -NR^5R^{10} where R^5 is defined previously, and R^{10} is selected from

(i) hydrogen,

(ii) alkyl,

(iii) alkyl substituted with 1, 2, or 3 substituents independently selected from

(1') $-CO_2R^9$

and

(2') $-C(O)NR^6R^7$

(iv) aryl, and

(v) arylalkyl,

where (iv) and (v) can be optionally substituted with 1, 2, 3, 4, or 5 substituents independently selected from

(1') alkyl,

(2') alkanoyl,

(3') $-OR^9$,

(4') $-CO_2R^9$,

(5') alkanoyloxy,

(6') carboxaldehyde,

(7') cycloalkyl,

(8') cycloalkenyl,

(9') halo,

(10') nitro,

(11') perfluoroalkyl,

(12') perfluoroalkoxy,

(13') $-NR^6R^7$,

(14') $-SO_2NR^6R^7$,

(15') $-C(O)NR^6R^7$,

(16') aryloxy,

and

(17') aryl, and

(3) aryl, wherein the aryl is optionally substituted with 1, 2, or 3 substituents independently selected from

(a) $-NR^6R^7$

and

(b) $-CO_2R^9$;

and W is selected from

(a) alkyl,

(b) alkanoyl,

(c) -OR^9,

(d) -CO_2R^9,

(e) alkanoyloxy,

(f) carboxaldehyde,

(g) cycloalkyl,

(h) cycloalkenyl,

(i) halo,

(j) nitro,

(k) perfluoroalkyl,

(l) perfluoroalkoxy,

(m) -NR^6R^7,

(n) -$SO_2NR^6R^7$,

(o) -$C(O)NR^6R^7$,

(p) aryloxy,

and

(q) aryl.

10 (Original). A compound according to claim 9 selected from

(R)-methyl 4-[[6-amino-2-[[(1,1-dimethylethoxy)carbonyl]amino]-1-oxohexyl]amino]-2-(2-hydroxyphenyl)benzoate,

methyl 5-(((2S)-6-amino-2-((*tert*-butoxycarbonyl)amino)hexanoyl)amino)-4'-hydroxy(1,1'-biphenyl)-2-carboxylate, and

(3S)-3-(((5-(((2S)-2-(acetylamino)-6-aminohexanoyl)amino)-4'-hydroxy(1,1'-biphenyl)-2-yl)carbonyl)amino)-4-amino-4-oxobutanoic acid.

11 (Canceled).

12 (Canceled).

13 (Canceled).

14 (Canceled).

15 (Canceled).

16 (Canceled).

17 (Canceled).